

AKIN GUMP STRAUSS HAUER & FELD LLP

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*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)
: :
Debtors.¹ : (Jointly Administered)
: :
-----X

**THIRTY-FIRST MONTHLY FEE
STATEMENT OF AKIN GUMP STRAUSS
HAUER & FELD LLP FOR PROFESSIONAL SERVICES
RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD OF APRIL 1, 2021 THROUGH APRIL 30, 2021**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant:	Akin Gump Strauss Hauer & Feld LLP
Authorized to Provide Professional Services To:	The Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	December 10, 2018 <i>nunc pro tunc</i> to October 24, 2018
Period for Which Compensation and Reimbursement Is Sought:	April 1, 2021 through April 30, 2021
Monthly Fees Incurred:	\$359,576.00
20% Holdback:	\$71,915.20
Total Compensation Less 20% Holdback:	\$287,660.80
Monthly Expenses Incurred:	\$219,339.07
Total Fees and Expenses Requested:	\$506,999.87

This is a x monthly interim final application

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “Thirty-First Monthly Fee Statement”) covering the period from April 1, 2021 through and including April 30, 2021 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Thirty-First Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions,² Akin Gump requests (a) interim allowance and payment of

² The total amount sought for fees and expenses (\$578,915.07) reflects voluntary reductions for the Compensation Period of \$28,024.50 in fees and \$2,392.96 in expenses.

compensation in the amount of \$287,660.80 (80% of \$359,576.00) for fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Akin Gump and (b) reimbursement of actual and necessary costs and expenses in the amount of \$219,339.07³ incurred by Akin Gump during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, departments, bar admissions, hourly billing rates and aggregate hours spent by each Akin Gump professional and paraprofessional who provided services to the Creditors' Committee during the Compensation Period. The rates charged by Akin Gump for services rendered to the Creditors' Committee are the same rates that Akin Gump charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Akin Gump professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Akin Gump professionals and paraprofessionals who provided services to the Creditors' Committee during the Compensation Period.

³ This amount includes: (i) \$82,683.40 of expenses relating to the payment of professional fees and expenses incurred by H5, Akin Gump's document management and e-discovery provider; and (ii) \$129,980.00 of expenses relating to the retention and compensation of expert witnesses retained by the Creditors' Committee in connection with certain litigation.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Thirty-First Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard

Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) (collectively, the “Notice Parties”).

Objections to this Thirty-First Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **June 28, 2021** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no Objections to this Thirty-First Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an Objection to this Thirty-First Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Thirty-First Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

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Dated: New York, New York
June 11, 2021

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff

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*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings
Corporation, et al.*

Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Sara Brauner	Financial Restructuring	2011	1,265.00	33.10	41,871.50
Dean Chapman	Litigation	2009	1,265.00	45.50	57,557.50
Julius Chen	Litigation	2010	1,075.00	20.70	22,252.50
Joseph Sorkin	Litigation	2008	1,425.00	7.20	10,260.00
David Zensky	Litigation	1988	1,655.00	21.00	34,755.00
Total Partner				127.50	166,696.50
SENIOR COUNSEL & COUNSEL	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
John Kane	Litigation	2016	970.00	31.70	30,749.00
Total Counsel				31.70	30,749.00
ASSOCIATES AND STAFF ATTORNEYS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Zachary Lanier	Financial Restructuring	2017	980.00	38.60	37,828.00
Joseph Szydlo	Financial Restructuring	2019	810.00	9.90	8,019.00
Patrick Glackin	Litigation	2019	770.00	6.00	4,620.00
Jeff Latov	Litigation	2017	940.00	5.70	5,358.00
Elise Maizel	Litigation	2017	940.00	5.30	4,982.00
Sean Nolan	Litigation	2018	855.00	27.90	23,854.50
Russell Collins	Staff Attorney	1998	500.00	147.90	73,950.00
Total Associates				241.30	158,611.50

PARALEGALS & LEGAL ASSISTANTS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Bennett Walls	Litigation	N/A	230.00	15.30	3,519.00
Total Legal Assistants				15.30	3,519.00
Total Hours / Fees Requested				415.80	359,576.00

ALL PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	1,240.24	159.20	197,445.50
Associates	657.32	241.30	158,611.50
Paralegals/Non-Legal Staff	230.00	15.30	3,519.00
Blended Timekeeper Rate	864.78		
Total Fees Incurred		415.80	359,576.00

Exhibit B

Task Code Summary

Task Code	Matter	Hours	Value (\$)
2	General Case Administration	0.80	682.00
3	Akin Gump Fee Application/Monthly Billing Reports	27.40	26,814.00
4	Analysis of Other Professionals Fee Applications/Reports	2.40	2,216.00
6	Retention of Professionals	7.60	8,844.50
7	Creditor Committee Matters/Meetings (including 341 meetings)	1.00	1,122.50
8	Hearings and Court Matters/Court Preparation	9.00	10,979.50
10	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	38.30	46,282.50
12	General Claims Analysis/Claims Objection	1.60	1,568.00
15	Secured Creditors Issues/Communications/Meetings	35.50	38,809.50
20	Jointly Asserted Causes of Action	287.10	215,970.50
23	Asset Disposition/363 Asset Sales	5.10	6,287.00
TOTAL:		415.80	359,576.00

Exhibit C

Itemized Fees

Akin Gump

Strauss Hauer & Feld LLP

SEARS CREDITORS COMMITTEE
CHIEF RESTRUCTURING OFFICER
SEARS HOLDING CORP.
3333 BEVERLY ROAD
HOFFMAN ESTATES, IL 60179
ATTN: ROBERT RIECKER

Invoice Number 1938476
Invoice Date 06/08/21
Client Number 700502
Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED:

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
002	Case Administration	0.80	\$682.00
003	Akin Gump Fee Application/Monthly Billing Reports	27.40	\$26,814.00
004	Analysis of Other Professionals Fee Applications/Reports	2.40	\$2,216.00
006	Retention of Professionals	7.60	\$8,844.50
007	Creditors Committee Matters/Meetings (including 341 Meetings)	1.00	\$1,122.50
008	Hearings and Court Matters/Court Preparation	9.00	\$10,979.50
010	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	38.30	\$46,282.50
012	General Claims Analysis/Claims Objections	1.60	\$1,568.00
015	Secured Creditors Issues/Communications/Meetings	35.50	\$38,809.50
020	Jointly Asserted Causes of Action	287.10	\$215,970.50
023	Asset Dispositions/363 Asset Sales	5.10	\$6,287.00
	TOTAL	415.80	\$359,576.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/20/21	JES	002 Monitor docket (.2); draft correspondence to D. Krasa-Berstell re case calendar (.1); circulate recently filed pleadings to FR and Lit. teams (.1).	0.40
04/21/21	ZDL	002 Circulate recently filed pleading to FR and litigation teams.	0.20
04/26/21	JES	002 Monitor docket (.1); circulate recently filed pleadings to FR team members (.1).	0.20
04/01/21	JES	003 Finalize initial draft of fee application.	0.50
04/05/21	ZDL	003 Prepare fee accrual information for M3 (.4); review invoice for privilege and confidentiality (1.1).	1.50
04/06/21	SLB	003 Review Akin invoice for privilege and compliance with UST guidelines (.8); correspondence with J. Szydlo re same (.2).	1.00
04/06/21	JES	003 Review invoice for privileged information (.5); correspond with S. Brauner re same (.2).	0.70
04/07/21	ZDL	003 Prepare fee accrual (.2); review status of fee payments (.1); follow up with J. Szydlo regarding the same (.3); review fee application (.5).	1.10
04/07/21	JES	003 Correspond with accounting team re invoices (.3); draft fee statement (1.6); correspond with Z. Lanier re payment of invoices (.3).	2.20
04/09/21	SLB	003 Correspondence with J. Szydlo re fee application (.2); review the same (.4).	0.60
04/09/21	ZDL	003 Review status of fee payments and approvals for expense reimbursement (.3); revise fee application (3.5); review Feb fee statement (.4).	4.20
04/09/21	JES	003 Communications with D. Krasa-Berstell re fee application (.2); revise fee application (.4); correspond with S. Brauner re same (.2).	0.80
04/10/21	ZDL	003 Revise fee application.	2.10
04/11/21	SLB	003 Review and revise Fee Application (1.4); correspondence with Z. Lanier re same (.1).	1.50
04/11/21	ZDL	003 Revise fee application (2.0); correspond with S. Brauner re same (.1).	2.10
04/12/21	SLB	003 Review revised fee application.	0.60
04/12/21	ZDL	003 Review fee payment status (.1); correspond with M3 regarding the same (.3); update tracker (.2); revise fee application (1.0).	1.60
04/13/21	ZDL	003 Communications with R. Tucker (Simon) regarding fee applications (.2); review and revise Akin fee application (1.2).	1.40
04/14/21	SLB	003 Correspondence with J. Szydlo re fee application (.3); review final version of the same (.4).	0.70
04/14/21	ZDL	003 Review fee application.	1.10
04/14/21	JES	003 Review and revise fee application (1.4); correspond with S. Brauner (.3).	1.70
04/20/21	ZDL	003 Prepare correspondence to M3 and Designees regarding fee payments and authorizations to pay.	0.30
04/29/21	JES	003 Review invoice for privileged information.	1.70
04/02/21	ZDL	004 Coordinate with other UCC professionals re upcoming fee application deadline.	0.20
04/13/21	ZDL	004 Review Herrick and FTI fee applications.	1.10
04/14/21	ZDL	004 Correspondence with FTI regarding fee application and filing of same.	0.30
04/14/21	JES	004 Review FTI and Herrick fee applications (.4); correspond with Herrick and FTI re same (.2); coordinate filing of same (.2).	0.80
04/08/21	SLB	006 Correspondence with Weil re preference firm retention issues (.2); analyze issues re same (.7).	0.90
04/08/21	ZDL	006 Review and analyze retention modification for preference firms (.7); review engagement letters for preference firms (.6).	1.30
04/09/21	SLB	006 Call with J. Marcus re preference firm retention issues (.4); correspondence with Weil re same (.3); analyze issues and review materials re same (.9).	1.60
04/13/21	SLB	006 Correspondence with Weil re preference firm retentions.	0.40
04/15/21	SLB	006 Participate on call with Weil and M3 re preference firm retention issues	0.70

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/15/21	ZDL	006 (5); follow-up correspondence with Debtors' advisors re same (2). Call with Debtors regarding revised proposed retention terms for preference firms (5); review presentation regarding the same (2); review motion regarding the same (3).	1.00
04/19/21	SLB	006 Prepare summary of proposed motion re Preference Firm retention and related recommendation for UCC (8); correspondence with M3 re same (3); follow-up correspondence with UCC members re same (2).	1.30
04/19/21	ZDL	006 Review revised retention proposal for preference firms.	0.40
04/01/21	ZDL	007 Emails with unsecured creditor regarding claim status.	0.20
04/12/21	SLB	007 Correspondence with Weil re UCC member question (1); correspondence with UCC member re same (1); review materials re same (2).	0.40
04/21/21	ZDL	007 Call with unsecured creditor regarding claim.	0.30
04/26/21	SLB	007 Draft correspondence to J. Szydlo re claimant inquiry.	0.10
04/22/21	SLB	008 Review materials re upcoming omnibus hearing.	0.20
04/26/21	SLB	008 Review update deck for hearing (2); correspondence with J. Szydlo re same (2); correspondence with Weil re same (1); correspondence with J. Szydlo re upcoming hearing (4); review agenda for same (1).	1.00
04/26/21	JES	008 Prepare materials for April 27, 2021 omnibus hearing (3); correspond with S. Brauner re hearing (4); correspond with S. Brauner re status report for same (2).	0.90
04/27/21	JLS	008 Attend hearing in connection with motion to enforce APA.	2.20
04/27/21	DMZ	008 Attend omnibus hearing re APA dispute (partial).	1.30
04/27/21	SLB	008 Review summary of hearing.	0.40
04/27/21	ZDL	008 Participate in omnibus hearing (2.2); draft summary of same (7); send same to UCC (1).	3.00
04/02/21	DLC	010 Review FTI analysis re litigation financing.	0.60
04/06/21	DLC	010 Analyze issues re case litigation funding (2); review FTI deck re same (3).	0.50
04/07/21	DLC	010 Correspond with litigation designees re litigation funding issues (4); confer with FTI re same (4); draft update to members of FR and Lit. teams re same (1).	0.90
04/08/21	DLC	010 Analyze various issues in connection with litigation funding (1.1); review FTI analyses re same (9); draft memorandum re same for litigation designees (2.0); confer with Designees re same (8).	2.80
04/09/21	BMW	010 Conduct research re litigation financing.	1.90
04/11/21	DLC	010 Review litigation funding issues (8); prepare for call with litigation designees re litigation funding (2).	1.00
04/12/21	JLS	010 Call with FTI re litigation financing issues.	0.50
04/12/21	DMZ	010 Call with FTI re litigation financing (5); call with litigation designees re same (6); call with D. Chapman re same (1).	1.20
04/12/21	DLC	010 Prepare for (3) and participate on (5) call with FTI re litigation financing; participate in call with litigation designees re same (6); confer with S. Brauner re same (4) outline next steps re same (3); participate in follow-up call with FTI re same (5); confer with D. Zensky re same (1); correspond with Designees re same (2).	3.00
04/12/21	SLB	010 Prepare for (5) and participate on (6) call with Designees re litigation financing; confer with FTI re same (5); analyze issues re same (1.2); call with D. Chapman re same (4).	3.20
04/12/21	ZDL	010 Call with FTI regarding litigation financing proposals (5); review presentation regarding the same (3).	0.80
04/14/21	SLB	010 Analyze correspondence from FTI re litigation financing issues.	0.20
04/15/21	DMZ	010 Review revised deck from FTI re litigation funding proposals.	0.20
04/15/21	SLB	010 Confer with FTI re financing proposals and related issues (4); analyze issues re same (1.0); follow-up correspondence with FTI re same (4); prepare correspondence to members of FR and Lit teams re same (3).	2.10
04/16/21	DLC	010 Review and analyze FTI deck re litigation financing proposals (1.2);	1.60

SEARS CREDITORS COMMITTEE
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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		follow-up with FTI re same (.4).	
04/16/21	SLB	010 Correspondence with FTI re lit. financing issues (.5); analyze issues re same (.5).	1.00
04/17/21	DLC	010 Review FTI deck re financing proposals.	0.80
04/18/21	SLB	010 Review correspondence from FTI re financing issues and related analysis.	0.40
04/19/21	DLC	010 Review and circulate questions regarding FTI financing analysis.	1.00
04/19/21	SLB	010 Correspondence with Z. Lanier re litigation financing issues (.2); correspondence with FTI re same (.4); analyze issues re same (.8).	1.40
04/19/21	ZDL	010 Review litigation financing issues (.9); correspond with S. Brauner re same (.2).	1.10
04/20/21	DLC	010 Review FTI materials re litigation financing.	0.80
04/20/21	SLB	010 Review FTI deck re financing issues (.5); analyze issues re same (.4).	0.90
04/22/21	DLC	010 Prepare for (.2) and participate in (.4) call with S. Brauner and Z. Lanier re litigation financing; participate in call with FTI re same (.4).	1.00
04/22/21	SLB	010 Confer with FTI re financing issues (.4); participate on call with D. Chapman and Z. Lanier re same (.4); analyze issues re same (1.2); prepare correspondence to FTI re same (.4).	2.40
04/22/21	ZDL	010 Call with S. Brauner and D. Chapman regarding litigation financing (.4); review presentation by FTI on same (.6).	1.00
04/23/21	DLC	010 Review various drafts of FTI materials re litigation financing.	1.00
04/23/21	SLB	010 Correspondence with FTI re financing issues (.5); analyze issues re same (.4).	0.90
04/26/21	DLC	010 Review FTI analysis re financing of Adversary Proceeding (.4) confer with S. Brauner re same (.3).	0.70
04/26/21	SLB	010 Call with D. Chapman re litigation financing issues (.3); review and revise presentation re same (.6); correspondence with FTI re same (.4); analyze issue re same (.3).	1.60
04/28/21	DLC	010 Correspond with S. Brauner re litigation funding.	0.20
04/28/21	SLB	010 Correspondence with FTI re open financing issues (.2); correspond with D. Chapman re same (.2).	0.40
04/30/21	SLB	010 Prepare for (.3) and participate on (.3) call with Designees re financing issues; follow-up correspondence to P. Dublin re same (.3); analyze issues re same (.3).	1.20
04/30/21	ZDL	012 Review status report filed by Debtors on claims issue (.7); call with third party regarding the same (.9).	1.60
04/02/21	ZDL	015 Begin review of appellee brief in 507(b) appeal.	1.10
04/05/21	ZDL	015 Continue review of 507(b) appellee brief (.9); comment on same (1.3).	2.20
04/06/21	ZJC	015 Review and revise Second Circuit appeal brief re section 507(b) claims.	8.60
04/06/21	ZDL	015 Review appellees' brief in 507(b) appeal (1.4); provide suggested comments on same (.8).	2.20
04/07/21	JLS	015 Review and comment on draft appellate brief in 507(b) appeal.	2.50
04/07/21	SLB	015 Review and comment on 507(b) appellate brief.	2.80
04/07/21	ZJC	015 Incorporate comments from attorneys to draft of Second Circuit brief on Section 507(b) issue.	1.40
04/12/21	SLB	015 Review revised draft of the 507(b) appeal.	0.50
04/12/21	ZJC	015 Finalize comments to draft of Second Circuit brief on section 507(b) issue.	4.90
04/12/21	ZDL	015 Review revised 507(b) brief (1.4); review related case law (.5).	1.90
04/13/21	ZJC	015 Provide final edits on Second Circuit brief re: section 507(b) issue (4.0); coordinate drafting of joint briefing letter to Second Circuit (.3); coordinate filing of NOAs for Akin Gump attorneys (.2).	4.50
04/13/21	ZDL	015 Review final revisions to 507(b) brief.	0.90
04/14/21	ZJC	015 Review final draft of Second Circuit brief on section 507(b) issue (.6); correspond with Z. Lanier re same (.2).	0.80
04/14/21	ZDL	015 Review final 507(b) brief (.5); email with J. Chen regarding the same (.2).	0.70

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/28/21	ZJC	015 Correspond with Debtors' counsel re strategy for oral argument and Second Circuit notification.	0.50
04/01/21	RJC	020 Review documents (5.1); draft fact chronology (2.2).	7.30
04/01/21	DLC	020 Review and respond to correspondence with defendant's counsel re open scheduling issues in connection with Adversary Proceeding.	0.20
04/01/21	JPk	020 Review correspondence from third parties regarding open discovery issues.	0.10
04/01/21	SMN	020 Review status of D&O litigation and related matters (.4); review new cases implicating issues in motion to dismiss briefing (.2).	0.60
04/02/21	DMZ	020 Review correspondence from Debtors re updates in insurance action (.2); review prepetition transaction memo (.6).	0.80
04/02/21	RJC	020 Review discovery documents (3.2); draft fact chronology (2.9).	6.10
04/02/21	DLC	020 Confer with defendant's counsel re D&O insurance issues.	0.30
04/02/21	JAL	020 Circulate summary of call with expert re analysis.	0.50
04/02/21	SMN	020 Review recent filings on insurance docket (.3); update insurance tracker based on fees reimbursed to defendants (.3).	0.60
04/05/21	RJC	020 Review discovery documents (4.2) and draft fact chronology (2.8).	7.00
04/05/21	DLC	020 Review defendant's privilege logs (.3); confer with P. Glackin re same (.2).	0.50
04/05/21	JPk	020 Review correspondence from defendant's counsel regarding document productions and privilege logs.	0.70
04/05/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing.	1.50
04/05/21	PJG	020 Confer D. Chapman re privilege logs (.2); coordinate with discovery vendor re document production issues (.2).	0.40
04/06/21	RJC	020 Conduct review of discovery documents (3.0); draft fact chronology re same (3.9).	6.90
04/06/21	JPk	020 Correspond with defendant's counsel regarding documents and privilege logs produced during adversary proceeding (0.2); review same (0.9).	1.10
04/06/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing.	0.70
04/06/21	PJG	020 Correspond with defendants' counsel re privilege log issues.	0.50
04/07/21	RJC	020 Conduct review of discovery documents (3.5); draft fact chronology re same (3.8).	7.30
04/07/21	SLB	020 Draft correspondence to members of FR and Lit teams and Designees re open issues in connection with adversary proceeding.	0.40
04/07/21	JPk	020 Review defendant's Board materials.	8.00
04/07/21	SMN	020 Review docket of New York D&O coverage action (.2); review new cases implicating issues in motion to dismiss briefing (1.2).	1.40
04/07/21	PJG	020 Correspond with discovery vendor re document production.	0.10
04/07/21	BMW	020 Consolidate binders of defendants' board materials binders.	2.00
04/08/21	DMZ	020 Complete review of transaction memo re certain defendants' prepetition conduct.	1.20
04/08/21	RJC	020 Conduct review of discovery documents (3.0); draft fact chronology re same (3.5).	6.50
04/08/21	JPk	020 Review defendants' board materials.	1.90
04/08/21	SMN	020 Review New York D&O coverage action appeal docket (.1); review new cases implicating issues in motion to dismiss briefing (.2)	0.30
04/08/21	PJG	020 Email defendants' counsel re discovery issues (.1); analyze defendants' revised privilege log (.2).	0.30
04/08/21	BMW	020 Update materials re defendants' privilege log.	0.30
04/09/21	RJC	020 Conduct review of discovery documents (2.7); draft fact chronology re same (3.5).	6.20
04/09/21	DLC	020 Confer with third parties re case law implicating issues raised in Adversary Proceeding (.7); confer with Litigation Designees re upcoming call (.5); correspond with S. Brauner re same (.2); analyze open D&O insurance issues (.2); review email from expert re key documents (.2).	1.80
04/09/21	SLB	020 Correspondence with Designees re open issues in connection with	0.70

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/09/21	SMN	020 Adversary Proceeding and related administration matters (.5); correspondence with D. Chapman re call with lit. designees (.2). Review filing on docket of D&O coverage action (.2) summarize same for members of the litigation team (.1); correspond with defense counsel re insurance fee reimbursement information outstanding (.4).	0.70
04/10/21	PJG	020 Analyze defendants' revised privilege log.	1.40
04/11/21	BMW	020 Conduct research for new cases implicating pending motions to dismiss.	2.00
04/12/21	RJC	020 Conduct review of discovery documents (3.4); draft fact chronology re same (3.7).	7.10
04/12/21	DLC	020 Confer with third parties re open discovery issues.	0.40
04/12/21	JPJ	020 Finalize materials re open issues in Adversary Proceeding.	1.00
04/12/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing (.4); correspond with defense counsel re insurance fees reimbursed to date (.3).	0.70
04/12/21	PJG	020 Analyze defendants' revised privilege log.	0.20
04/12/21	BMW	020 Complete privilege column in priv log.	0.40
04/13/21	DMZ	020 Call with experts re current work streams and preliminary findings (2.1); review discovery documents on relativity database (1.2).	3.30
04/13/21	RJC	020 Conduct review of discovery documents (1.9); draft fact chronology re same (2.1); attend phone call experts re findings (2.1).	6.50
04/13/21	DLC	020 Participate in call with experts re analyses and findings.	2.10
04/13/21	JPJ	020 Correspond with document vendor re discovery materials.	0.20
04/13/21	JAL	020 Attend call with experts re analyses and determinations (partial).	2.00
04/13/21	SMN	020 Participate in call with expert team re update on analysis to date (2.1); review correspondence with and prior productions from third party (.7); review new cases implicating issues in motion to dismiss briefing (.6).	3.40
04/13/21	BMW	020 Prepare discovery materials for attorney review.	4.00
04/14/21	RJC	020 Conduct review of discovery documents (3.6); draft fact chronology re same (2.9).	6.50
04/14/21	DLC	020 Review defendant's amended privilege log (.5); confer with P. Glackin re same (.2); review revised document sharing stipulation (.4); confer with defendant's counsel re same (.2).	1.30
04/14/21	JPJ	020 Summarize outstanding issues related to defendant's document production (1.6); prepare binders of defendant's board materials (1.7).	3.30
04/14/21	SMN	020 Draft response to defendant re outstanding document requests (1.5); review new cases implicating issues in motion to dismiss briefing (.9).	2.40
04/14/21	PJG	020 Draft correspondence to D. Chapman re defendants' revised privilege log.	0.20
04/15/21	DMZ	020 Review defendant's document productions.	1.60
04/15/21	RJC	020 Conduct review of discovery documents (3.4); draft fact chronology re same (3.0).	6.40
04/15/21	DLC	020 Draft additional language to Document Sharing Stipulation (.3); confer with ASK and defendant's counsel re same (.3); update stipulation and circulate to defendants (.6).	1.20
04/15/21	JPJ	020 Review public filings in connection with prepetition transaction with certain defendant.	2.00
04/15/21	JAL	020 Prepare materials re document sharing stipulation.	1.00
04/15/21	SMN	020 Review new case implicating issues in motion to dismiss briefing.	0.10
04/15/21	PJG	020 Correspond with defendants' counsel re privilege log issues.	0.30
04/15/21	BMW	020 Prepare analysis of discovery materials.	1.80
04/16/21	DMZ	020 Continue review of docs relating to certain defendant named in Adversary proceeding (2.5); analyze issues re same (.2).	2.80
04/16/21	RJC	020 Conduct review of discovery documents (3.2); draft fact chronology re same (4.0).	7.20
04/16/21	DLC	020 Review summary re third party discovery and follow-up re: same (.4); review documents re expert diligence requests to defendant (1.4).	1.80
04/16/21	JPJ	020 Prepare binders of defendants' board materials.	0.50

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/16/21	SMN	020 Review discovery document related to certain claims asserted in amended complaint (.2); review prior correspondence to court re same (.4); correspond with Herrick re same (.6).	1.30
04/16/21	BMW	020 Revise volumes of discovery materials.	2.30
04/19/21	DMZ	020 Review summaries of hot docs.	0.40
04/19/21	RJC	020 Conduct review of discovery documents (2.9); draft fact chronology re same (3.9); correspond with S. Nolan re same (.5).	7.30
04/19/21	DLC	020 Confer with counsel to defendant re stipulation (.2); analyze issues re execution of same (.3); confer with ASK re service issues (.2); review relevant case law (.8).	1.50
04/19/21	JPK	020 Review document review plan (0.2); review document productions from third parties (0.6).	0.80
04/19/21	JAL	020 Prepare materials in connection with document sharing stipulation.	1.10
04/19/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing (.6); correspond with R. Collins re discovery documents for expert review (.5); correspond with expert re discovery documents (.3).	1.40
04/19/21	BMW	020 Arrange printing of board materials binders.	0.20
04/20/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding (2.7); draft fact chronology re same (3.1); correspond with S. Nolan re discovery documents (.5); draft email to Protiviti re invoices (.5).	6.80
04/20/21	DLC	020 Review prepetition transaction memorandum.	2.30
04/20/21	SLB	020 Correspondence with Designees re administration issues in connection with Adversary Proceeding.	0.20
04/20/21	JPK	020 Correspond with third party counsel regarding discovery issues.	1.60
04/20/21	SMN	020 Correspond with R. Collins re defendants' discovery docs. (.5); draft email to expert re same (.1); review new cases implicating issues in motion to dismiss briefing (.3); review discovery documents for expert (.4).	1.30
04/20/21	BMW	020 Draft correspondence to members of Lit. team re preparation of volumes of discovery materials.	0.20
04/21/21	DMZ	020 Complete review of summaries of hot docs (.5); review excerpt of brief from insurance action (.1).	0.70
04/21/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding (2.0); draft fact chronology re same (4.9); call with D. Chapman re prepetition transactions (.4).	7.30
04/21/21	DLC	020 Continue review of prepetition transactions memorandum (.6); call with R. Collins re same (.4); review to third party discovery documents (.2); confer with expert re analyses (.2); correspond with defendants' counsel re finalizing document sharing stipulation (.6); review procedures for sharing of documents (.4); coordinate filing of stipulation (.3); draft cover letter to court transmitting same (.7).	3.40
04/21/21	JPK	020 Draft correspondence to members of litigation team re third party document productions.	0.50
04/21/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing (.7); review brief filed in D&O coverage action appeal (.4); summarize same for members of the Akin litigation team (.4).	1.50
04/22/21	DMZ	020 Continue reviewing summaries of documents produced by certain defendants.	0.90
04/22/21	RJC	020 Draft email to expert re open issues (.6); search databases for documents identified by expert (.7); conduct review of discovery documents in connection with adversary proceeding (1.9); draft fact chronology re same (2.6).	5.80
04/22/21	DLC	020 Confer with third parties re discovery issues (.4); confer with defendant's counsel re protective order issues (.4); review correspondence from third parties re discovery (.3); review analysis from experts (.3).	1.40
04/22/21	JPK	020 Prepare document sharing plan (5.2); review correspondence from third	5.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		parity regarding document productions (0.4).	
04/22/21	EBM	020 Update analysis of issues re claims asserted in adversary complaint.	0.50
04/22/21	SMN	020 Correspond with expert re open discovery issues (.4) review open discovery issues (.3); correspond with members of the Herrick team re document discovery (.3); review protective order entered in adversary proceeding (.2); review new cases implicating issues in motion to dismiss briefing (.2).	1.40
04/23/21	DMZ	020 Review hot docs.	1.10
04/23/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding (3.3); draft fact chronology re same (3.4).	6.70
04/23/21	DLC	020 Review key documents (.8); prepare for (.2) and participate in call with experts and H5 re open issues in connection with Adversary Proceeding (.6); participate in call with third party re discovery issues (.2); review briefing in insurance action (.6).	2.40
04/23/21	JPK	020 Review correspondence from third parties regarding document productions.	0.30
04/23/21	SMN	020 Participate in meeting with members of the Akin litigation team, document discovery team, and expert team re discovery issues (.6); review documents produced by third party in response to subpoena (.5); send summaries of same to members of the Akin litigation team (.4).	1.50
04/26/21	DMZ	020 Analyze issues re emergency in connection with Adversary Proceeding (0.1); continue review of hot docs (2.5).	2.60
04/26/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding (2.9); draft fact chronology re same (3.2).	6.10
04/26/21	DLC	020 Confer with ASK re third party document production (.5); follow-up with third parties re discovery (.2).	0.70
04/26/21	JPK	020 Review analyst reports re prepetition transaction.	0.30
04/26/21	SMN	020 Review discovery received from third party in response to subpoena (.7); correspond with document vendor team re same (.1).	0.80
04/26/21	PJG	020 Analyze adversary proceeding expenses.	0.50
04/26/21	BMW	020 Prepare compilations of materials produced in adversary proceeding for attorney review.	0.20
04/27/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding (4.4); draft fact chronology re same (2.1).	6.50
04/27/21	DLC	020 Review status report deck from debtors in connection with Adversary Proceeding (.7) follow-up with FTI re same (.3); update case budget (.5) circulate same to team (.2).	1.70
04/27/21	DLC	020 Review and respond to emails with ASK re various items concerning public shareholder action.	0.30
04/27/21	EBM	020 Research and draft email summary regarding case developments related claims asserted in adversary proceeding.	4.50
04/27/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing (.9); summarize same (.4); correspond with expert teams re discovery documents (.2).	1.50
04/27/21	PJG	020 Update analysis of adversary proceeding expenses.	0.20
04/28/21	DMZ	020 Review third party document productions (1.6); correspond with R. Collins re factual issues in connection with adversary proceeding (.2).	1.80
04/28/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding (4.9); draft fact chronology re same (1.4); draft email to D. Zensky regarding fact issue (.2).	6.50
04/28/21	DLC	020 Confer with J. Kane re open discovery issues (.2); follow-up correspondence with defendants' counsel re same (.1).	0.30
04/28/21	JPK	020 Review document productions from defendants in adversary proceeding (1.5); confer with D. Chapman re same (0.2); review privilege log produced by third party to adversary proceeding (0.8); correspond with counsel to third party re same (0.2);	2.70
04/28/21	JAL	020 Prepare analysis of open discovery issue.	1.10

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/28/21	SMN	020 Correspond with document vendor re third-party productions received (.3); correspond with conflicts counsel re same (.1); correspond with expert re documents for review (.2).	0.60
04/28/21	PJG	020 Review recent responses to discovery requests.	0.20
04/29/21	DMZ	020 Review prepetition transaction memo and associated materials.	1.10
04/29/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding (5.3); draft fact chronology re same (1.5); conduct factual research in connection with same (.3).	7.10
04/29/21	DLC	020 Participate in call with expert (1.8); review open discovery issues (.3).	2.10
04/29/21	SMN	020 Participate in update call with expert re updated analysis (1.8); correspond with expert re document review for same (.2).	2.00
04/29/21	PJG	020 Investigate open issue re defendant's discovery docs (.8); draft correspondence to litigation team members re same (.6).	1.40
04/30/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.80
04/30/21	DLC	020 Review recent case law re motion to dismiss briefing (2.4); review key documents re same (1.0); confer with defendants' counsel re document production issues (.3).	3.70
04/30/21	DLC	020 Confer with third parties re open discovery issues in connection with Adversary Proceeding.	0.20
04/30/21	JPk	020 Correspond with third party counsel re discovery (0.3); review discovery issues (0.8).	1.10
04/30/21	EBM	020 Review analysis re open research issue in connection with Adversary Proceeding.	0.30
04/30/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing (1.3); prepare summary of same for members of the litigation team (.4); review reply brief filed in appeal of D&O insurance action (.3) summarize same for members of the litigation team (.2).	2.20
04/30/21	PJG	020 Conduct review of discovery documents in connection with Adversary Proceeding.	0.30
04/06/21	SLB	023 Revise summary of motion to enforce APA (.5); review the same (.4); correspondence with UCC re same (.2).	1.10
04/09/21	SLB	023 Review correspondence from M3 re proposed asset sale (.2); correspondence with M3 re same (.1).	0.30
04/22/21	ZDL	023 Review APA briefs in preparation for 4/27 hearing.	0.50
04/26/21	JLS	023 Review briefing in preparation for hearing in connection with motion to enforce against Transform.	2.00
04/26/21	ZDL	023 Review pleadings regarding Transform dispute in advance of 4/27 hearing.	1.20
Total Hours			415.80

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
J L SORKIN	7.20 at	\$1425.00 =	\$10,260.00
D M ZENSKY	21.00 at	\$1655.00 =	\$34,755.00
D L CHAPMAN	45.50 at	\$1265.00 =	\$57,557.50
S L BRAUNER	33.10 at	\$1265.00 =	\$41,871.50
Z CHEN	20.70 at	\$1075.00 =	\$22,252.50
J P KANE	31.70 at	\$970.00 =	\$30,749.00
E B MAIZEL	5.30 at	\$940.00 =	\$4,982.00
J A LATOV	5.70 at	\$940.00 =	\$5,358.00
Z D LANIER	38.60 at	\$980.00 =	\$37,828.00
S M NOLAN	27.90 at	\$855.00 =	\$23,854.50
P J GLACKIN	6.00 at	\$770.00 =	\$4,620.00
J E SZYDLO	9.90 at	\$810.00 =	\$8,019.00

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<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>	=	<u>Value</u>
R J COLLINS	147.90	at	\$500.00	=	\$73,950.00
B M WALLS	15.30	at	\$230.00	=	\$3,519.00

Current Fees	<u>\$359,576.00</u>
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FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$361.56
Computerized Legal Research - Other	\$706.27
Computerized Legal Research - Westlaw - in contract 30% discount	\$5,221.86
Courier Service/Messenger Service- Off Site	\$105.98
Court Cost	\$70.00
Professional Fees - Legal	\$129,980.00
Professional Fees - Miscellaneous	\$82,683.40
Telephone - Long Distance	\$210.00

Current Expenses	<u>\$219,339.07</u>
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<u>Date</u>		<u>Value</u>
04/01/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 4/1/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$579.80
04/01/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 4/1/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
04/01/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 4/1/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
04/05/21	Professional Fees - Legal VENDOR: EXPERT SERVICE PROVIDER INVOICE#: CINV-014172 DATE: 4/5/2021 For expert services rendered in Adversary Proceeding.	\$592.50
04/05/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 4/5/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$193.26
04/05/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 4/5/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
04/05/21	Computerized Legal Research - Westlaw - in contract 30% discount User:	\$29.85

Exhibit D

Disbursement Summary

DISBURSEMENT SUMMARY

Disbursement Activity	Amount (\$)
Computerized Legal Research – Lexis – in contract 30% discount	361.56
Computerized Legal Research – Other	706.27
Computerized Legal Research – Westlaw – in contract 30% discount	5,221.86
Courier Service/Messenger Service – Off Site	105.98
Court Cost	70.00
Prof Fees – Legal	129,980.00
Professional Fees – Miscellaneous	82,683.40
Telephone – Long Distance	210.00
TOTAL:	219,339.07

Exhibit E

Itemized Disbursements

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<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>	=	<u>Value</u>
R J COLLINS	147.90	at	\$500.00	=	\$73,950.00
B M WALLS	15.30	at	\$230.00	=	\$3,519.00

Current Fees	<u>\$359,576.00</u>
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FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$361.56
Computerized Legal Research - Other	\$706.27
Computerized Legal Research - Westlaw - in contract 30% discount	\$5,221.86
Courier Service/Messenger Service- Off Site	\$105.98
Court Cost	\$70.00
Professional Fees - Legal	\$129,980.00
Professional Fees - Miscellaneous	\$82,683.40
Telephone - Long Distance	\$210.00

Current Expenses	<u>\$219,339.07</u>
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<u>Date</u>		<u>Value</u>
04/01/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 4/1/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$579.80
04/01/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 4/1/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
04/01/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 4/1/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
04/05/21	Professional Fees - Legal VENDOR: EXPERT SERVICE PROVIDER INVOICE#: CINV-014172 DATE: 4/5/2021 For expert services rendered in Adversary Proceeding.	\$592.50
04/05/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 4/5/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$193.26
04/05/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 4/5/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
04/05/21	Computerized Legal Research - Westlaw - in contract 30% discount User:	\$29.85

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	ACKER-RAMIREZ REFUGIO Date: 4/5/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
04/06/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 4/6/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$326.84
04/06/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 4/6/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
04/06/21	Professional Fees - Legal VENDOR: EXPERT SERVICE PROVIDER INVOICE#: 13694 DATE: 4/6/2021 For expert services rendered in Adversary Proceeding.	\$129,387.50
04/07/21	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 3.0	\$218.81
04/07/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 4/7/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
04/07/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 4/7/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
04/07/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 4/7/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
04/07/21	Professional Fees - Miscellaneous VENDOR: H5 INVOICE#: INV-29961 DATE: 4/7/2021 Sears Project / Data Management	\$2,025.00
04/07/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q12021 DATE: 4/7/2021 --	\$88.60
04/07/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q12021 DATE: 4/7/2021 --	\$12.10
04/07/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q12021 DATE: 4/7/2021 --	\$21.20
04/07/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q12021 DATE:	\$33.50

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	4/7/2021	
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04/07/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q12021 DATE: 4/7/2021	\$46.50
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04/07/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q12021 DATE: 4/7/2021	\$104.50
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04/07/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q12021 DATE: 4/7/2021	\$49.30
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04/07/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q12021 DATE: 4/7/2021	\$20.80
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04/07/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q12021 DATE: 4/7/2021	\$8.40
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04/07/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q12021 DATE: 4/7/2021	\$1.80
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04/08/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 4/8/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
04/08/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 4/8/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
04/09/21	Professional Fees - Miscellaneous VENDOR: H5 INVOICE#: INV-30212 DATE: 4/9/2021 Processing Data , Data Processing Export; Minimum processing fees; data hosting hosting project management user fees	\$80,658.40
04/11/21	Computerized Legal Research - Westlaw - in contract 30% discount User: WALLS BENNETT Date: 4/11/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$820.83
04/12/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 4/12/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16

SEARS CREDITORS COMMITTEE
Bill Number: 1938476

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06/08/21

04/12/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 4/12/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
04/12/21	Computerized Legal Research - Lexis - in contract 30% discount Service: US TREATISES; Employee: LANIER ZACH; Charge Type: DOC ACCESS; Quantity: 1.0	\$69.94
04/13/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 4/13/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$237.29
04/13/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 4/13/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
04/14/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 4/14/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$302.21
04/14/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 4/14/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
04/14/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 4/14/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
04/14/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 4/14/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
04/15/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 4/15/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
04/15/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 4/15/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
04/19/21	Computerized Legal Research - Westlaw - in contract 30% discount User: CHAPMAN DEAN Date: 4/19/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$302.21
04/19/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 4/19/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
04/19/21	Computerized Legal Research - Westlaw	\$29.85

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Bill Number: 1938476Page 14
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	- in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 4/19/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
04/20/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 4/20/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
04/21/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 4/21/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
04/21/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 4/21/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
04/21/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 4/21/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
04/22/21	Computerized Legal Research - Westlaw - in contract 30% discount User: BERNLOHR ELISE Date: 4/22/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$128.35
04/22/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 4/22/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
04/22/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 4/22/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
04/22/21	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 00000002E52E171-21 DATE: 4/24/2021 [TRACKING #: 1Z02E52E1594200962; SHIP DATE: 04/22/2021; SENDER: Bennett Walls; NAME: Dean Chapman COMPANY: Akin Gump ADDRESS: 218 White Hill Lane, Hillsdale, NY 12529 US;	\$86.52
04/22/21	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 00000002E52E171-21 DATE: 4/24/2021 [TRACKING #: 1Z02E52E1594200962; SHIP DATE: 04/22/2021; SENDER: ; NAME: Dean Chapman COMPANY: Akin Gump ADDRESS: 218 White Hill Lane, Hillsdale, NY 12529 US;	\$19.46
04/26/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 4/26/2021	\$164.16

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	AcctNumber: 1000309084 ConnectTime: 0.0	
04/26/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 4/26/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
04/27/21	Telephone - Long Distance VENDOR: JOSEPH L. SORKIN INVOICE#: 4540207104271500 DATE: 4/27/2021 Court Calls, 04/27/21, Mandated court call, CourtSolutions	\$70.00
04/27/21	Telephone - Long Distance VENDOR: JOSEPH E. SZYDLO INVOICE#: 4542080804281608 DATE: 4/28/2021 Court Calls, 04/27/21, Telephonic hearing appearance on April 27th in Sears matter., CourtSolutions	\$70.00
04/27/21	Computerized Legal Research - Westlaw - in contract 30% discount User: BERNLOHR ELISE Date: 4/27/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$256.69
04/27/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 4/27/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
04/27/21	Telephone - Long Distance VENDOR: ZACHARY D. LANIER INVOICE#: 4555098205071404 DATE: 5/7/2021 Court Calls, 04/27/21, Telephone Hearing, CourtSolutions	\$70.00
04/27/21	Court Cost VENDOR: DAVID M. ZENSKY INVOICE#: 4559303005111504 DATE: 5/11/2021 Court Costs, 04/27/21, Courtsolutions appearance re: Sears business, Courtsolutions	\$70.00
04/28/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 4/28/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
04/28/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 4/28/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
04/28/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 4/28/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
04/29/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 4/29/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
04/29/21	Computerized Legal Research - Westlaw	\$52.23

SEARS CREDITORS COMMITTEE
Bill Number: 1938476

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	- in contract 30% discount User: YEN DORIS Date: 4/29/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
04/30/21	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 1.0	\$72.81
04/30/21	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2104 DATE: 4/30/2021	\$16.77
04/30/21	- Document Retrieval in Various Courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2104 DATE: 4/30/2021	\$48.99
04/30/21	- Document Retrieval in Various Courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2104 DATE: 4/30/2021	\$48.99
04/30/21	- Document Retrieval in Various Courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2104 DATE: 4/30/2021	\$55.25
04/30/21	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2104 DATE: 4/30/2021	\$110.51
04/30/21	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2104 DATE: 4/30/2021	\$39.06
	- Document retrieval in various courts	
	Current Expenses	<u>\$219,339.07</u>
	Total Amount of This Invoice	\$578,915.07
	Prior Balance Due	<u>\$6,203,585.60</u>
	Total Balance Due Upon Receipt	<u><u>\$6,782,500.67</u></u>

H5

Invoice Date: 4/7/2021

Invoice Number: INV-29961

Billing Address: Ms. Roxanne Tizravesh
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
Bank of America Tower
New York NY 10036

H5
595 Market Street, Suite 610
San Francisco CA 94105
(415) 625-6700
clientbilling@h5.com

Client Matter	Client Matter #	Start Date	End Date	Terms
In re: Sears Holding Corp.	18-23538	3/1/2021	3/31/2021	Due upon receipt

Service Description	Qty	Unit Rate	TOTAL
Data Management (Hours) <i>Load defendant and 3rd party productions to DART to be available for future search requests</i>	9	\$225.00	\$2,025.00

This invoice is for search/review services only.
eDiscovery services will be billed separately.

Subtotal \$2,025.00

Tax Total \$0.00

Total \$2,025.00

If Payment by Check

H5
PO Box 347549
Pittsburgh, PA 15251-4549

Tax ID#: 94-3339333

If Payment by Wire or ACH

H5
Silicon Valley Bank
3003 Tasman Drive, Santa Clara, CA
Acct: 33 00 79 53 58
Routing: 121 140 399

If Payment by American Express

Please email clientbilling@h5.com
to inquire.

*Sorry, we do not accept VISA or
Mastercard at this time.*

H5

Invoice Date: 4/9/2021

Invoice Number: INV-30212

Billing Address: Ms. Roxanne Tizravesh
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
Bank of America Tower
New York NY 10036

H5
595 Market Street, Suite 610
San Francisco CA 94105
(415) 625-6700
clientbilling@h5.com

Client Matter	Client Matter #	Start Date	End Date	Terms
In re: Sears Holding Corp.		3/1/2021	3/31/2021	Due upon receipt

Service Description	Qty	Unit Rate	TOTAL
Processing Data In (0 - 100 GB)	10.5	\$28.00	\$294.00
Data Processing Export Fees (GB)	10.5	\$120.00	\$1,260.00
Minimum Processing Fees	1	\$225.00	\$225.00
Data Hosting (GB)	8,028.6	\$9.00	\$72,257.40
Hosting Project Management (Hours)	21.2	\$185.00	\$3,922.00
User Fees (Users)	36	\$75.00	\$2,700.00

Subtotal \$80,658.40

Tax Total \$0.00

Total \$80,658.40

If Payment by Check

H5
PO Box 347549
Pittsburgh, PA 15251-4549
Tax ID#: 94-3339333

If Payment by Wire or ACH

H5
Silicon Valley Bank
3003 Tasman Drive, Santa Clara, CA
Acct: 33 00 79 53 58
Routing: 121 140 399

If Payment by American Express

Please email clientbilling@h5.com
to inquire.

*Sorry, we do not accept VISA or
Mastercard at this time.*